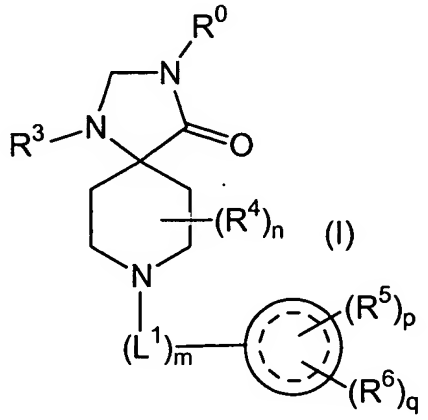
In the Claims:

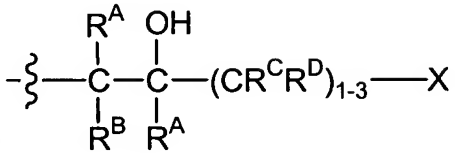
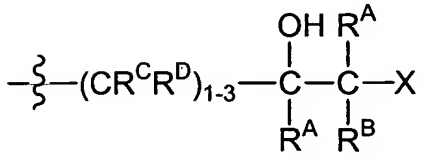
This listing of Claims will replace all prior versions, and listings, of Claims in the application.

1. (Currently Amended) A compound of the formula (I)



(I)

wherein

R^0 is selected from the group consisting of  and  ;

each R^A and R^B is independently selected from the group consisting of hydrogen and C_{1-4}alkyl;

each R^C and R^D is independently selected from the group consisting of hydrogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano, $N(R^E)_2$, aryl, arC_{1-4}alkyl, heteroaryl or heterocycloalkyl; wherein the aryl, arC_{1-4}alkyl, heteroaryl or heterocycloalkyl substituent is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano or $N(R^E)_2$;

each R^E is independently selected from the group consisting of hydrogen and C_{1-4}alkyl;

X is $-NR^1R^2$;

each R^1 and R^2 is independently selected from the group consisting of hydrogen, C_{1-8}alkyl, C_{1-8}alkoxy, C_{1-8}alkoxycarbonyl, cycloalkyl, cycloalkyl-C_{1-4}alkyl, partially unsaturated carbocylyl, partially unsaturated carbocyclyl-C_{1-4}alkyl, aryl, arC_{1-4}alkyl, arC_{1-4}alkoxy, -C(O)-C_{1-6}alkyl, -C(O)-aryl, -C(O)-arC_{1-4}alkyl, -C(O)O-cycloalkyl, ~~and~~ –C(O)O-aryl, -C(O)O-arC_{1-4}alkyl and -C(O)O-(partially unsaturated carbocyclyl); wherein the C_{1-8}alkyl, cycloalkyl, partially unsaturated carbocyclyl, aryl or arC_{1-8}alkyl group, whether alone or part of a substituent group, is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano, -C(O)-C_{1-4}alkyl, C_{1-4}alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2$-C_{1-4}alkyl, $N(R^E)$-C(O)$C(CH_3)_3$, -C_{1-4}alkyl-$N(R^E)$-C(O)O-C_{1-4}alkyl and –$N(R^E)$-C(O)O-C_{1-4}alkyl, aryl, aryloxy, cycloalkyl, heteroaryl, aryl substituted heteroarylaminosulfonyl or C_{1-6}alkylthio;

R^3 is aryl; wherein the aryl is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or $N(R^E)_2$;

n is an integer from 0 to 2;

R^4 is selected from the group consisting of hydroxy, C_{1-4}alkyl and hydroxy substituted C_{1-4}alkyl;

m is an integer from 0 to 1;

L^1 is selected from the group consisting of C_{1-6}alkyl and C_{3-6}alkenyl; wherein the double bond of the C_{3-6}alkenyl group is at least one carbon atom removed from the attachment point to the N atom; and wherein the C_{1-6}alkyl or C_{3-6}alkenyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, C_{1-6}alkyl, fluorinated C_{1-6}alkyl or C_{1-6}alkoxy;

 is selected from the group consisting of phenyl, naphthyl and acenaphthyl;

p is an integer from 0 to 5;

R^5 is selected from the group consisting of hydroxy, carboxy, halogen, C_{1-6}alkyl, hydroxy substituted C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, NR^1R^2, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO-NR^1R^2, -SO_2-NR^1R^2 and -C(O)-NR^1R^2;

q is ~~an integer from 0 to 1~~;

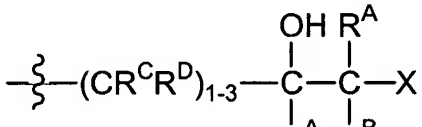
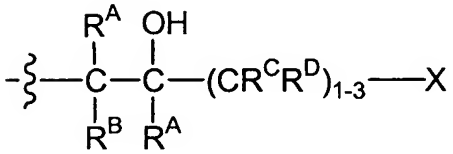
R^6 is selected from the group consisting of -$(L^2)_{0-1}$-R^7;

L^2 is selected from the group consisting of -C_{1-6}alkyl-, -C_{2-4}alkenyl-, -C_{2-6}alkynyl-, -O-, -S-, -NH-, -N(C_{1-4}alkyl)-, -C_{1-6}alkyl-O-, -C_{1-6}alkyl-S-, -O-C_{1-6}alkyl-, -S-C_{1-6}alkyl-, -O-C_{2-6}alkyl-O-, -S-C_{2-6}alkyl-S-, -SO_2-, -SO_2NH-, -SO_2N(C_{1-4}alkyl)-, -NH-SO_2-, -N(C_{1-4}alkyl)-SO_2-, -C(O)-O- and -O-C(O)-;

R^7 is selected from the group consisting of aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, halogen, C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO_2-$N(R^E)_2$ and -C(O)-$N(R^E)_2$;

or a pharmaceutically acceptable salt thereof.

2. (Currently Amended) A compound as in Claim 1 wherein

R^0 is selected from the group consisting of  and 

each R^C and R^D is independently selected from hydrogen, C_{1-4}alkyl, C_{1-4}alkoxy, hydroxy, carboxy or aryl; wherein the aryl is optionally substituted with one to two substituents independently selected from hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano or $N(R^E)_2$;

X is -NR^1R^2;

R^1 is selected from the group consisting of hydrogen, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, aryl, arC_{1-4}alkyl, arC_{1-4}alkyloxy, cycloalkyl-alkyl and C(O)-C_{1-4}alkyl;

wherein the C_{1-4}alkyl, aryl, arC_{1-4}alkyl or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2$-C_{1-4}alkyl, $N(R^E)$-C(O)$OC(CH_3)_3$, nitro, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl-pyrazol-2-yl-aminosulfonyl or C_{1-4}alkylthio;

R^2 is selected from the group consisting of hydrogen, C_{1-4}alkyl, C_{1-4}alkoxy, cycloalkyl, cycloalkyl-C_{1-4}alkyl, aryl, arC_{1-4}alkyl, arC_{1-4}alkyloxy, partially unsaturated carbocyclyl, partically unsaturated carbocyclyl-C_{1-4}alkyl, -C(O)-C_{1-4}alkyl, -C(O)-aryl, -C(O)-arC_{1-4}alkyl, -C(O)O-cycloalkyl and –C(OO)-C_{1-4}alkyl;

wherein the C_{1-4}alkyl, aryl, arC_{1-4}alkyl, partially unsaturated carbocyclyl or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2$-C_{1-4}alkyl, $(CH_3)_3COC(O)$-$N(R^E)$-C_{1-4}-alkyl, nitro, cyano, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl substituted heteroaryl-aminosulfonyl, -C(O)-C_{1-4}alkyl or C_{1-4}alkylthio;

R^3 is aryl; wherein the aryl is optionally substituted with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or $N(R^E)_2$;

n is an integer from 0 to 1;

L^1 is C_{1-4}alkyl; wherein the C_{1-4}alkyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, C_{1-4}alkyl, fluorinated C_{1-4}alkyl or C_{1-4}alkoxy;

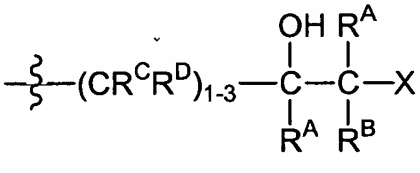
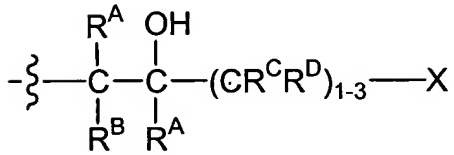
R^5 is selected from the group consisting of hydroxy, carboxy, halogen, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO- $N(R^E)_2$, $-SO_2$- $N(R^E)_2$ and -C(O)- $N(R^E)_2$;

~~L^2 is selected from the group consisting of $-C_{1-4}$alkyl-, -O-, -S-, $-N(R^E)$-, -C(O)O- and -O-C(O)-;~~

~~R^7 is selected from the group consisting of cycloalkyl, aryl, heteroaryl and heterocycloalkyl; wherein the aryl, heteroaryl or heterocycloalkyl group is optionally substituted with one to two substituents independently selected from hydroxy, carboxy, halogen, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy or C_{1-4}alkoxycarbonyl;~~

or a pharmaceutically acceptable salt thereof.

3. (Currently Amended) A compound as in Claim 2 wherein

R^0 is selected from the group consisting of  and 

each R^A, R^B, R^C and R^D is hydrogen;

X is $-NR^1R^2$;

R^1 is selected from the group consisting of hydrogen, C_{1-4}alkyl, C_{1-4}alkoxycarbonyl, arC_{1-4}alkyl and C(O)-C_{1-4}alkyl;

wherein the C_{1-4}alkyl or aryl group, whether alone or part of a substituent group, is optionally substituted with one to two substituents independently selected from carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, $N(R^E)_2$ or $N(R^E)$-C(O)OC$(CH_3)_3$;

R^2 is selected from the group consisting of hydrogen, C_{1-4}alkyl, C_{1-4}alkoxy, cycloalkyl, aryl, arC_{1-4}alkyl, arC_{1-4}alkyloxy, partially unsaturated carbocyclyl, partially unsaturated carbocyclyl-C_{1-4}alkyl, cycloalkyl-C_{1-4}alkyl, -C(O)arC_{1-4}alkyl, -C(OO)-cycloalkyl and –C(O)O-C_{1-4}alkyl;

wherein the C_{1-4}alkyl, aryl, arC_{1-4}alkyl, partially unsaturated carbocyclyl-or cycloalkyl group, whether alone or part of a substituent group, is optionally substituted

with one to three substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2$-C_{1-4}alkyl, $(CH_3)_3CO$-C(O)-$N(R^E)$-C_{1-4}alkyl, nitro, trifluoromethyl, trifluoromethoxy, phenyl, phenoxy, heteroaryl, cycloalkyl, 1-phenyl-pyrazol-2-yl-aminosulfonyl or C_{1-4}alkylthio;

R^3 is aryl; wherein the aryl group is optionally substituted with one or more substituents independently selected from halogen;

n is 0;

L^1 is C_{1-4}alkyl;

R^5 is selected from the group consisting of halogen, C_{1-4}alkyl and trifluoromethyl;

~~R^6 is $-(L^2)_0-R^7$;~~

~~R^7 is selected from the group consisting of aryl and heteroaryl;~~

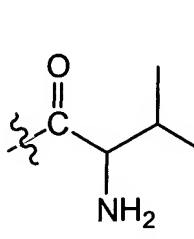
or a pharmaceutically acceptable salt thereof.

4. (Currently Amended) A compound as in Claim 3 wherein

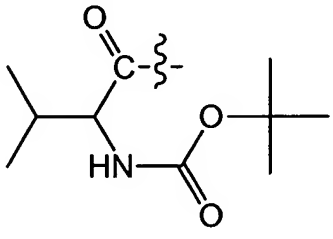
R^0 is selected from the group consisting of $-CH_2-CH(OH)-CH_2-X$ and $-CH_2-CH_2-CH(OH)-CH_2-X$;

X is $-NR^1R^2$;

R^1 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, t-butyl, amino-n-propyl, dimethylaminoethyl, benzyl, phenylethyl, 4-methyl-benzyl,

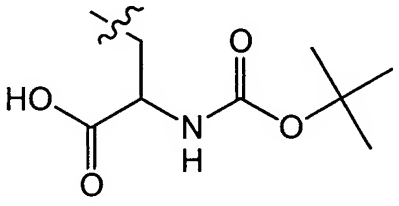


,



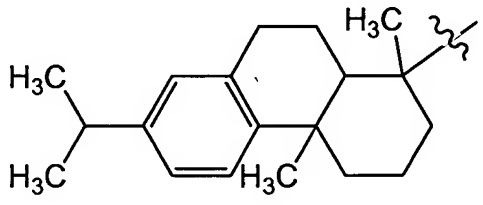
, 2-(3,4-dimethoxy-phenyl)ethyl, 3-methyl-phenyl, ethoxy-carbonyl-methyl, 2-amino-2-methoxycarbonyl-ethyl, t-butoxycarbonyl

and

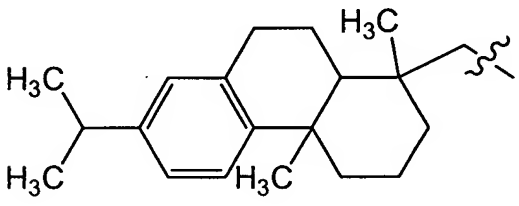


;

R^2 is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, carboxy-methyl, ethoxycarbonylmethyl, 2,2,2,-triluoroethyl, ethoxy, dimethylaminoethyl, t-butoxycarbonylamino-ethyl, n-butyl, t-butyl, n-propyl, 3-hydroxy-n-propyl, 3-methoxy-n-propyl, methylamino-n-propyl, dimethylamino-n-propyl, di(n-butyl)amino-n-propyl, t-butoxycarbonylamino-n-propyl, 3-phenyl-n-propyl, 3-(2-pyridyl)-n-propyl, t-butoxycarbonyl, cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 3,4-dimethoxyphenyl, 2-aminophenyl, 4-biphenyl, 2-ethoxyphenyl, 4-((1-phenyl-pyrazol-2-yl)-aminosulfonyl)-phenyl, 4-cyclohexylphenyl, 4-(aminoethyl)phenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl, -CH(CH_3)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-chlorobenzyl), 3-iodobenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonylbenzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 4-carboxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-difluorobenzyl, 3,5-di(trifluoromethyl)benzyl, 4-(dimethylamino)benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxy-phenyl)ethyl, 1-adamantanyl, 1-adamantanyl-methyl, 1-naphthyl, 1-naphthyl-methyl, 1-phenyl-2-(t-butoxycarbonyl)ethyl, -C(O)-C(OCH_3)(CF_3)-phenyl, -C(O)O-(2-isopropyl-5-methyl-cyclohexyl),



,



, 2S-hydroxy-S-cyclopentyl-methyl, 2S-hydroxy-S-

cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl, 2-phenoxy-ethyl and 2-phenyl-cyclopropyl;

R^3 is selected from the group consisting of phenyl and 4-fluorophenyl;

L^1 is selected from the group consisting of $-CH_2-$, $-CH(CH_3)-$ and $-CH_2CH_2-$;

 is selected from the group consisting of 1-acenaphthenyl, R-1-acenaphthenyl, S-1-acenaphthenyl, phenyl, 1-naphthyl, ~~and~~ 2-naphthyl and 1,2,3,4-tetrahydro-naphthyl;

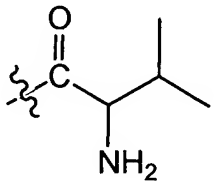
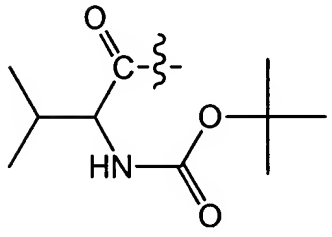
R^5 is selected from the group consisting of chloro, methyl, n-propyl and trifluoromethyl;

~~R^7 is selected from the group consisting of phenyl and 2-thienyl;~~

or a pharmaceutically acceptable salt thereof.

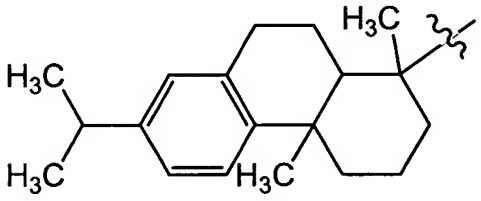
5. (Currently Amended) A compound as in Claim 4 wherein

X is $-NR^1R^2$;

R^1 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, t-butyl, dimethylaminoethyl, benzyl, phenylethyl,  ,  , 3-methyl-phenyl, 2-(3,4-dimethoxyphenyl)-ethyl, ethoxycarbonyl-methyl, dimethylamino-ethyl and 2-amino-2-methoxycarbonyl-ethyl;

R^2 is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, ethoxycarbonyl-methyl, 2,2,2-triluoroethyl, ethoxy, dimethylaminoethyl, n-butyl, t-butyl, n-propyl, di(n-butyl)amino-n-propyl, 3-phenyl-n-propyl, cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 2-aminophenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl,

3,4-dimethoxyphenyl, 4-biphenyl, 2-ethoxyphenyl, 4-(aminoethyl)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 3-iodobenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonyl-benzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 4-carboxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-difluorobenzyl, 3,5-di(trifluoromethyl)-benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxy-phenyl)ethyl, adamantanyl, 1-adamantanyl-methyl, 1-naphthyl, 1-naphthyl-methyl,



, 2S-hydroxy-S-cyclopentyl-methyl, 2S-hydroxy-S-cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl and 2-phenoxy-ethyl;

L^1 is selected from the group consisting of $-CH_2-$ and $-CH_2-CH_2-$;

is selected from the group consisting of 1-acenaphthenyl, R-1-acenaphthenyl, S-1-acenaphthenyl, phenyl-and 1-naphthyl;

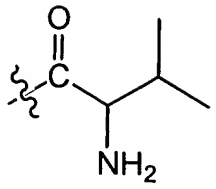
p is an integer from 0 to 2;

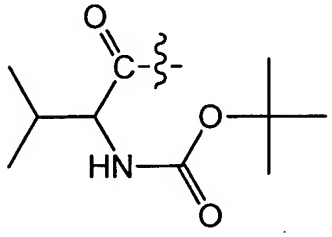
~~R^7 is 2-thienyl;~~

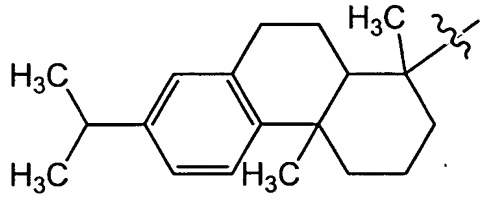
or a pharmaceutically acceptable salt thereof.

6. (Previously Presented) A compound as in Claim 5 wherein

R^1 is selected from the group consisting of hydrogen, methyl, ethyl, n-propyl, n-butyl, t-butyl, dimethylaminoethyl, benzyl, phenylethyl, 2-(3,4-dimethoxyphenyl)-ethyl,

dimethylamino-ethyl, ethoxycarbonyl-methyl,  and

 ;

R^2 is selected from the group consisting of hydrogen, methyl, methoxy, ethyl, ethoxycarbonyl-methyl, ethoxy, dimethylaminoethyl, n-butyl, n-propyl, di(n-butyl)amino-n-propyl, 3-phenyl-n-propyl, 3-(2-pyridyl)-n-propyl, cyclopropyl, phenyl, 4-fluorophenyl, 4-methylphenyl, 2-aminophenyl, 3,4-dimethoxyphenyl, 4-(t-butoxycarbonylamino-ethyl)-phenyl, 4-biphenyl, 2-ethoxyphenyl, 4-(aminoethyl)-phenyl, benzyl, benzyloxy, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-ethoxybenzyl, 3-ethoxybenzyl, 2-bromobenzyl, 3-bromobenzyl, 4-bromobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 3-iodobenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 4-trifluoromethylbenzyl, 4-trifluoromethoxybenzyl, 4-methoxycarbonyl-benzyl, 2,3-dimethoxybenzyl, 2,4-dichlorobenzyl, 3,4-dichlorobenzyl, 2,4-difluorobenzyl, 2,5-difluorobenzyl, 3,4,5-trimethoxybenzyl, 2,4,6-trimethoxybenzyl, 3-nitrobenzyl, 4-nitrobenzyl, 2,4-dimethoxybenzyl, 3,4-dimethoxybenzyl, 3,5-dimethoxybenzyl, 3,4-difluorobenzyl, 3,5-di(trifluoromethyl)-benzyl, 2-phenylethyl, 2-(4-bromophenyl)ethyl, 2-(3-methoxyphenyl)ethyl, 2-(4-methoxyphenyl)ethyl, 2-(3,4-dimethoxyphenyl)ethyl, 2-(2-nitro-4,5-dimethoxy-phenyl)ethyl, 1-adamantanyl, 1-adamantanyl-methyl, 1-naphthyl, 1-naphthyl-methyl,  , 2S-hydroxy-S-cyclopentyl-methyl,

2S-hydroxy-S-cyclohexyl-methyl, 2S-hydroxy-S-cycloheptyl-methyl and 2-phenoxy-ethyl;

p is an integer from 0 to 1;

R^5 is selected from the group consisting of methyl, n-propyl and trifluoromethyl;

or a pharmaceutically acceptable salt thereof.

7. (Currently Amended) A compound as in Claim 4 wherein

R^0 is $-CH_2-CH(OH)-CH_2-X$;

X is $-NR^1R^2$;

R^1 is selected from the group consisting of hydrogen, 2-(3,4-dimethoxyphenyl)-ethyl, 1-(3,4-dimethoxyphenyl)-n-ethyl and amino-n-propyl;

R^2 is selected from the group consisting of hydrogen, methyl, n-butyl, 3-hydroxy-n-propyl, 3-methoxy-n-propyl, methylamino-n-propyl, dimethylamino-n-propyl, t-butoxycarbonylamino-n-propyl, N-methyl-N-t-butoxycarbonyl-amino-n-ethyl, 3-nitrobenzyl, 4-methoxycarbonyl-benzyl and $-CH(CH_3)$-phenyl;

R^3 is selected from the group consisting of phenyl and 4-fluorophenyl;

L^1 is selected from the group consisting of $-CH_2-$ and $-CH_2CH_2-$;

 is selected from the group consisting 1-naphthyl, 1-acenaphthenyl, R-1-acenaphthenyl and S-1-acenaphthenyl;

p is an integer from 0 to 1;

R^5 is methyl;

~~q is 0;~~

or a pharmaceutically acceptable salt thereof.

8. (Previously Presented) A compound as in Claim 7 wherein

R^1 is selected from the group consisting of hydrogen, 1-(3,4-dimethoxyphenyl)-n-ethyl and amino-n-propyl;

R^2 is selected from the group consisting of hydrogen, methyl, n-butyl, 3-hydroxy-n-propyl, 3-methoxy-n-propyl, methylamino-n-propyl, dimethylamino-n-propyl, N-methyl-N-t-butoxycarbonyl-amino-n-ethyl, 3-nitrobenzyl, 4-methoxycarbonyl-benzyl and -$CH(CH_3)$-phenyl;

 is selected from the group consisting 1-naphthyl, 1-acenaphthenyl, R-1-acenaphthenyl and S-1-acenaphthenyl;

or a pharmaceutically acceptable salt thereof.

9. (Previously Presented) A compound as in Claim 1 selected from the group consisting of

8-(R) acenaphthen-1-yl-3-(3-amino-2-(S)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

8-(R) acenaphthen-1-yl-3-(3-amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

8-(R)-Acenaphthen-1-yl-3-(3-dimethylamino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

3-(3-Amino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

3-(3-Dimethylamino-2-(R)-hydroxy-propyl)-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

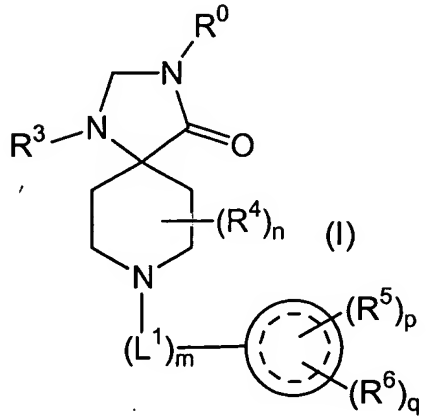
1-(4-Fluoro-phenyl)-3-[2-(R)-hydroxy-3-(3-hydroxy-propylamino)-propyl]-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

1-(4-Fluoro-phenyl)-3-[2-(R)-hydroxy-3-(3-methylamino-propylamino)-propyl]-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one;

3-[3-(3-Dimethylamino-propylamino)-2-(R)-hydroxy-propyl]-1-(4-fluoro-phenyl)-8-(8-methyl-naphthalen-1-ylmethyl)-1,3,8-triaza-spiro[4.5]decan-4-one

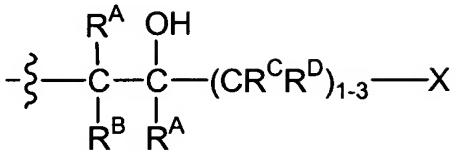
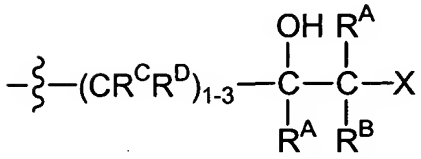
and pharmaceutically acceptable salts thereof.

10. (Currently Amended) A compound of the formula (I)



(I)

wherein

R^0 is selected from the group consisting of  and  ;

each R^A and R^B is independently selected from the group consisting of hydrogen and C_{1-4}alkyl;

each R^C and R^D is independently selected from the group consisting of hydrogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano, $N(R^E)_2$, aryl, arC_{1-4}alkyl, heteroaryl or heterocycloalkyl; wherein the aryl, arC_{1-4}alkyl, heteroaryl or heterocycloalkyl substituent is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, nitro, cyano or $N(R^E)_2$;

each R^E is independently selected from the group consisting of hydrogen and C_{1-4}alkyl;

X is $-NR^1R^2$;

each R^1 and R^2 is independently selected from the group consisting of hydrogen, C_{1-8}alkyl, C_{1-8}alkoxy, cycloalkyl, cycloalkyl-C_{1-4}alkyl, partially unsaturated carbocylyl, aryl, arC_{1-4}alkyl, arC_{1-4}alkoxy, -C(O)-C_{1-6}alkyl, -C(O)-aryl and -C(O)-arC_{1-4}alkyl; wherein

the C_{1-8}alkyl, cycloalkyl, partially unsaturated carbocyclyl, aryl or arC_{1-8}alkyl group, whether alone or part of a substituent group, is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano, -C(O)-C_{1-4}alkyl, C_{1-4}alkoxycarbonyl, $N(R^E)_2$, $N(R^E)_2$-C_{1-4}alkyl, $N(R^E)$-C(O)$C(CH_3)_3$, aryl, aryloxy, cycloalkyl, heteroaryl, aryl substituted heteroarylaminosulfonyl or C_{1-6}alkylthio;

R^3 is aryl; wherein the aryl is optionally substituted with one or more substituents independently selected from halogen, hydroxy, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano or $N(R^E)_2$;

n is an integer from 0 to 2;

R^4 is selected from the group consisting of hydroxy, C_{1-4}alkyl and hydroxy substituted C_{1-4}alkyl;

m is an integer from 0 to 1;

L^1 is selected from the group consisting of C_{1-6}alkyl and C_{3-6}alkenyl; wherein the double bond of the C_{3-6}alkenyl group is at least one carbon atom removed from the attachment point to the N atom; and wherein the C_{1-6}alkyl or C_{3-6}alkenyl group is optionally substituted with one to two substituents independently selected from hydroxy, fluoro, C_{1-6}alkyl, fluorinated C_{1-6}alkyl or C_{1-6}alkoxy;

 is selected from the group consisting of phenyl, naphthyl and acenaphthyl;

p is an integer from 0 to 5;

R^5 is selected from the group consisting of hydroxy, carboxy, halogen, C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, NR^1R^2, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO-NR^1R^2, -SO_2-NR^1R^2 and -C(O)-NR^1R^2;

q is ~~an integer from 0 to 1~~;

R^6 is selected from the group consisting of -$(L^2)_{0-1}$-R^7;

L^2 is selected from the group consisting of -C_{1-6}alkyl-, -C_{2-4}alkenyl-, -C_{2-6}alkynyl-, -O-, -S-, -NH-, -N(C_{1-4}alkyl)-, -C_{1-6}alkyl-O-, -C_{1-6}alkyl-S-, -O-C_{1-6}alkyl-, -S-C_{1-6}alkyl-, -O-

C_{2-6}alkyl-O-, -S-C_{2-6}alkyl-S-, -SO_2-, -SO_2NH-, -SO_2N(C_{1-4}alkyl)-, -NH-SO_2-, -N(C_{1-4}alkyl)-SO_2-, -C(O)-O- and -O-C(O)-;

R^7 is selected from the group consisting of aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, partially unsaturated carbocyclyl, cycloalkyl, heteroaryl or heterocycloalkyl group is optionally substituted with one or more substituents independently selected from hydroxy, carboxy, halogen, C_{1-6}alkyl, C_{1-6}alkoxy, nitro, cyano, $N(R^E)_2$, trifluoromethyl, trifluoromethoxy, C_{1-4}alkoxycarbonyl, -SO_2-$N(R^E)_2$ and -C(O)-$N(R^E)_2$;

or a pharmaceutically acceptable salt thereof.

11. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 1.

12. (Original) A pharmaceutical composition made by mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

13. (Original) A process for making a pharmaceutical composition comprising mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

Claims 14-21. (Withdrawn)